

SUPPLEMENTAL MORTGAGE

RECORDATION NO. 7525-C Filed & Recorded

DEC 19 1975 - 10 22 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL MORTGAGE, dated as of December 15, 1975, is executed by NORTH AMERICAN CAR CORPORATION, a Delaware corporation (the "Mortgagor"), and HARRIS TRUST AND SAVINGS BANK, an Illinois corporation (the "Mortgagee"), as Trustee for the Purchasers under a Restated Note Agreement dated as of May 1, 1974.

The Mortgagor does hereby pledge, mortgage, and grant a first mortgage security interest unto the Mortgagee, as Trustee aforesaid, in and to the railroad cars described in Exhibit A attached hereto.

This Supplemental Mortgage is entered into in accordance with Article 1 of the Equipment Mortgage dated as of May 1, 1974 between the Mortgagor and the Mortgagee, which Equipment Mortgage was recorded at the Interstate Commerce Commission under Section 20c of the Interstate Commerce Act and given Recordation No. 7525 on May 31, 1974, at 3:15 p.m.

NORTH AMERICAN CAR CORPORATION

(CORPORATE SEAL)

ATTEST:

Thomas E. Schulze
Thomas E. Schulze, Assistant Secretary

By John E. Flynn
John E. Flynn, Vice President

HARRIS TRUST AND SAVINGS BANK

(CORPORATE SEAL)

ATTEST:

By [Signature]
Vice President

[Signature]
Assistant Secretary

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 15th day of December, 1975, before me personally appeared JOHN E. FLYNN, to me personally known, who being by me duly sworn says that he is Vice President of NORTH AMERICAN CAR CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Don M. Helbrant
Notary Public

My Commission Expires: 5-6-78

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 16th day of December, 1975, before me personally appeared J. L. SPRENG, to me personally known, who being by me duly sworn says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

J. M. Moennich
Notary Public

My Commission Expires: SEPTEMBER 2, 1979

EXHIBIT A

<u>NUMBER</u>	<u>DESCRIPTION</u>	<u>SERIAL NUMBERS</u>
93	Class RB, 40-foot refrigerator cars	2255-2313 2315-2332 2334-2349
2	50-ton, 8,000 gallon tank cars	8109-8110
3	70-ton covered hopper cars	31133-31135
140	Class RB, 50-foot refrigerator cars	1555-1567 1569-1604 9933 9935 9937-9951 9953-9955 9957-9977 9979-10000 10002-10007 10009-10010 10012-10019 10021-10032
1	50-ton, 8,000 gallon tank car	8112
1	100-ton covered hopper car	16100
3	100-ton, 30,000 gallon tank cars	30054-30056
6	70-ton covered hopper cars	31136 31138 31141-31144
6	70-ton covered hopper cars	31237-31238 31240 31292-31294
1	100-ton, 34,000 gallon tank car	35006

EXHIBIT A
(Cont'd)

<u>NUMBER</u>	<u>DESCRIPTION</u>	<u>SERIAL NUMBERS</u>
33	50-ton covered hopper cars	37000-37004 37006-37025 37027-37034
3	70-ton covered hopper cars	31145-31146 31148
1	70-ton covered hopper car	33081
2	70-ton covered hopper cars	31149-31150
49	90-ton covered hopper cars	38000-38010 38012-38049
3	50-ton, 8,000 gallon tank cars	8106-8108
10	85-foot flat cars	367 6000-6002 6004-6009
3	70-ton covered hopper cars	80085-80087
24	84-foot, 6 inch flat cars	7000-7011 7013-7024
1	70-ton covered hopper car	37101
10	53-foot, 6 inch bulkhead flat cars	1301-1310
47	85-foot autorack flat cars	9000 9002 9004-9024 9026-9049
5	70-ton covered hopper cars	31151-31153 31233-31234
7	85-foot autorack flat cars	10000-10006

EXHIBIT A
(Cont'd)

<u>NUMBER</u>	<u>DESCRIPTION</u>	<u>SERIAL NUMBERS</u>
68	87-foot, 4 inch autorack flat cars	9200-9210 9212-9221 9223-9232 9235-9257 9259-9265 10007-10013
13	70-ton covered hopper cars	31154-31157 31369-31377
1	4,000 gallon capacity Class 103W, 50-ton tank car	18902
1	4,500 gallon capacity Class 103W, 50-ton tank car	18802
1	6,000 gallon capacity Class 103ALW, 50-ton tank car	25650
2	6,000 gallon capacity Class 103W, 50-ton tank cars	18602-18603
10	8,000 gallon capacity Class 103ALW, 50-ton tank cars	25015-25024
16	8,000 gallon capacity Class 103W, 50-ton tank cars	18265-18268 18270-18279 18300 25800
2	10,000 gallon capacity Class 103AW, 70-ton tank cars	2520-2521
18	10,000 gallon capacity Class 103W, insulated, 70-ton tank cars	19627-19640 19642-19645
6	100-ton, 34,000 gallon tank cars	30057-30058 30060-30062 35010

EXHIBIT A
(Cont'd)

<u>NUMBER</u>	<u>DESCRIPTION</u>	<u>SERIAL NUMBERS</u>
26	10,000 gallon capacity Class 111A100W-1, 70-ton tank cars	19600-19604 19606-19625 19646
3	100-ton, 34,000 gallon tank cars	30063-30065
26	10,000 gallon capacity Class LTA, 70-ton tank cars	16000-16025
10	11,000 gallon capacity Class 105A400W, 50-ton tank cars	25900-25909
5	20,000 gallon capacity Class 103W, 90-ton tank cars	26000-26004
129	20,000 gallon capacity Class 111A100W-1, 90-ton tank cars	21028-21031 21033-21049 21051-21061 21063 21065-21069 21071 21072-21080 21082-21085 21087-21092 21094-21097 21099 21100-21121 21123-21153 21188-21192 21196 24000-24003 24500-24502
14	70-ton covered hopper cars	31159-31161 31295-31300 80079 80081-80084
2	100-ton, 24,000 gallon tank cars	81004-81005
1	100-ton covered hopper car	92018

EXHIBIT A
(Cont'd)

<u>NUMBER</u>	<u>DESCRIPTION</u>	<u>SERIAL NUMBERS</u>
7	50-ton, Class 111A100W3, 11,000 gallon tank cars	15429-15431 15443-15444 15447 15558
<u>815</u>		